

Schuylar G. Carroll (SC-1234)  
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Proposed Attorney for Roy Babitt, Interim Chapter 7 Trustee

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 7

JOSEPH GREENBLATT,

Case No. 05-60142 (RDD)

Debtor.

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**APPLICATION OF ROY BABITT, TRUSTEE, TO RETAIN  
ARENT FOX LLP AS COUNSEL TO THE CHAPTER 7 TRUSTEE**

TO: HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE

The application of Roy Babitt, Chapter 7 Interim Trustee (the “Applicant” or the “Trustee”) of the estate of Joseph Greenblatt (the “Debtor”), respectfully sets forth and alleges:

1. On November 29, 2004, the Debtor filed a voluntary petition for relief under Chapter 7 of Title 11, United States Code §§ 101 *et seq.* (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

2. The Office of the United States Trustee appointed the Trustee.  
3. As the Debtor is presently incarcerated, the Meeting of Creditors has not been held.

4. The Trustee contacted Arent Fox LLP (“Arent Fox”) to act as his counsel, to provide legal advice and services in regard to the administration of this Debtor’s estate, as there might be assets which could be liquidated for the benefit of the creditors.

5. The Trustee desires to retain Arent Fox as his attorney to render legal advice and services related to this Chapter 7 case for the following purposes:

- a. To provide legal advice with respect to the Trustee with respect to his powers and duties as the Trustee of the Debtor's estate;
- b. To prepare any and all necessary legal documents in this case;
- c. To assist in the liquidation of any and all assets;
- d. To prosecute litigation and contested matters, as necessary;
- e. To retain professionals on an "as needed" basis;
- f. To examine and evaluate all proofs of claim in the case;
- g. To represent the Trustee in all matters before this Court pertaining to this case; and
- h. To perform any and all other legal services for the Trustee which may be necessary in his administration of this bankruptcy estate.

6. It is in the best interest of the Debtor's estate and its economical administration that Arent Fox be authorized to act as attorney to the Trustee.

7. The Trustee selected Arent Fox because the partners and associates of Arent Fox have considerable expertise in the field of bankruptcy law, primarily debtor and creditor rights and trustee matters in cases under Chapters 7 and 11 of the Bankruptcy Code.

8. Schuyler G. Carroll will be primarily responsible for Arent Fox's representation of the Trustee in this matter. Mr. Carroll is a partner in Arent Fox's Bankruptcy Group and for over fourteen years has concentrated in bankruptcy and insolvency law. Mr. Carroll has written articles and lectured on bankruptcy topics, such as business bankruptcy issues, bankruptcy litigation, valuations and fraudulent conveyances. Mr. Carroll received his J.D. from the St.

John's University School of Law (*cum laude*) where he was a member of the St. John's Law Review and received his B.A. from the State University of New York at Binghamton.

9. Arent Fox is a "disinterested person" as that phrase is defined in Section 101(14) of the Bankruptcy Code. Arent Fox does not hold or represent any interest adverse to the Applicant or the Debtor's estate with respect to the matters for which it is being retained, except as set forth in the Declaration of Mr. Carroll. The employment of Arent Fox is necessary and in the best interests of the Debtor's estate.

10. No previous application for the relief sought herein has been made to this or any other court, except as described herein.

WHEREFORE, Applicant respectfully requests that the Court enter an order authorizing the retention of Arent Fox as attorney for the Trustee with compensation for such legal services to be paid as an administrative expense in such amounts as this Court may hereafter determine to be appropriate and granting such other, further and different relief as is just and proper.

Dated: New York, New York  
September 27, 2007

By: /s/ Roy Babitt  
ROY BABITT (RB-4555)  
Chapter 7 Trustee  
c/o Anderson Kill & Olick  
1251 Avenue of the Americas, 43rd  
Floor  
New York, NY 10020

Schuyler G. Carroll (SC-1234)  
ARENT FOX LLP  
1675 Broadway  
New York, New York 10019  
(212) 484-3900

Proposed Attorney for Roy Babitt, Chapter 7 Trustee

UNITED STATES BANKRUPTCY COURT  
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**DECLARATION OF SCHUYLER G. CARROLL IN  
ACCORDANCE WITH SECTION 327 OF THE BANKRUPTCY  
CODE AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014**

STATE OF NEW YORK )  
                       )  
                       ) s.s.:  
COUNTY OF NEW YORK )

Schuyler G. Carroll, being duly sworn, deposes and says:

1. I am a partner with the firm of Arent Fox LLP ("Arent Fox"), a law firm employing approximately 300 attorneys, which maintains an office for the practice of law at 1675 Broadway, New York, New York 10019 as well as offices in Washington, DC and Los Angeles, CA.

2. I am fully familiar with the facts hereinafter stated, and make this affidavit in support of the Application of Roy Babitt, Chapter 7 Trustee (the "Trustee") of the estate of Joseph Greenblatt (the "Debtor") to retain Arent Fox as Attorney to the Trustee.

3. I am admitted to practice before this Court, and will assume primary responsibility for this matter.

4. I have read and am fully familiar with the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules, and I am sufficiently competent to handle whatever might be foreseeably expected of the Trustee's attorney in this matter.

5. Insofar as I have been able to ascertain, except as described herein, Arent Fox and the other partners, counsel and associates of Arent Fox and I are disinterested persons within the meaning of Section 101(14) of the Bankruptcy Code, have no interest adverse to and no connections to the Trustee, the Debtor's estate, its creditors or any other party in interest herein with respect to matters for which Arent Fox is to be engaged. Arent Fox is eligible to serve as attorney for the Trustee pursuant to Section 327(a) of the Bankruptcy Code. To the best of my knowledge and belief, Arent Fox's proposed employment is not prohibited or improper under Bankruptcy Rule 5002. I know of no reason why Arent Fox cannot act as attorney for the Trustee and the estate. The results of the Arent Fox conflict and connection search currently show as follows:

- (a) Arent Fox is not a creditor or equity security holder of the Debtor and has no direct or indirect relationship to, connection with, or interest in the Debtor.
- (b) Arent Fox does not have, to the best of my present knowledge and belief, any connection with the United States Trustee or any professional employed in the Office of the United States Trustee for the district that is assigned to this case.
- (c) Arent Fox is not and has not been an insider of the Debtor.
- (d) Arent Fox does not represent the Debtor or any other known affiliates of the Debtor in this or any other matter.
- (e) Arent Fox has represented creditors of the Debtor, and may continue to represent creditors of the Debtor, in matters unrelated to this Chapter 7 case.

6. Arent Fox has determined that, based on a review of information currently available, no conflict exists in connection with its proposed retention by the Trustee. In the event

that any additional information comes to Arent Fox's attention that would necessitate making any supplemental disclosures in connection with this matter, Arent Fox will make such supplemental disclosures.

7. Arent Fox does not itself have, nor does it represent, any interest materially adverse to the interests of the Trustee in matters upon which Arent Fox is to be engaged.

8. No agreement or understanding exists between Arent Fox and any other person for the sharing of compensation received for services to be rendered in connection with this case.

9. The foregoing constitutes the statement of Arent Fox pursuant to Sections 327(a), 328(a), and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016.

Dated: New York, New York  
September 28, 2007

/s/ Schuyler G. Carroll  
Schuyler G. Carroll

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 7

JOSEPH GREENBLATT,

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**ORDER AUTHORIZING EMPLOYMENT AND  
RETENTION OF ARENT FOX LLP AS ATTORNEY TO THE TRUSTEE**

Upon the Application of Roy Babitt, Chapter 7 Trustee (the "Trustee") of the estate of Joseph Greenblatt (the "Debtor"), for an Order Authorizing Employment and Retention of Arent Fox LLP as Attorney for the Trustee (the "Application") made pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, and the Declaration of Schuyler G. Carroll in support thereof; and it appearing that Arent Fox LLP ("Arent Fox") represents no interest adverse to the Trustee, the Debtor's estate, or its creditors herein with respect to matters for which Arent Fox is to be engaged, and that Arent Fox is a disinterested person as that term is defined in Section 101(14) of the Bankruptcy Code; and the employment of Arent Fox being necessary and in the best interest of the estate; and good and sufficient notice of the Application having been provided; and upon consent of the Office of the United States Trustee; and after due deliberation and good cause appearing therefor, it is hereby

ORDERED, that pursuant to, *inter alia*, Sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016, the Trustee is hereby authorized and empowered to employ and retain Arent Fox as his attorney, on the terms and conditions set forth in the Application; and it is further

ORDERED, that compensation and reimbursement of expenses to be paid to Arent Fox shall be paid as an administrative expense in such amounts as shall be determined upon

appropriate application to the Court pursuant to Sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the United States Trustee Guidelines for fees, and all orders and such other procedures as may be fixed by this Court.

Dated: New York, New York  
October \_\_\_, 2007

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UNITED STATES BANKRUPTCY JUDGE

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NO OBJECTION:  
UNITED STATES TRUSTEE